



March 12, 2015

Mrs Tera Li
PricewaterhouseCoopers LLP
PwC Tower, 18 York Street, Suite 2600
Toronto, Ontario M5J 0B2

RE: Spin-off of Halyard Health inc by Kimberly-Clark Corporation

Madam,

We are replying to your correspondence dated November 17, 2014, in which was submitted information with regard to the tax treatment of the spin-off undertaken October 31, 2014, by Kimberly-Clark Corporation of its subsidiary Halyard Health inc.

Based on the information that you provided, the distribution meets the requirements of paragraph 86.1(2)(e) of the Canadian Income Tax Act (the Act). Since you have provided all of the information required under this paragraph, shareholders will be entitled to elect under section 86.1 in respect of the distribution.

We also acknowledge receipt of your consent to publish the fact that you have provided the information required to meet the conditions of paragraph 86.1(2)(e) of the Act.

However, if IRS reviews the distribution at a later date and determines the distribution taxable, we will reverse our decision.

Should you have any questions, please do not hesitate to contact me at (418)649-4993 extension 4104.

Yours truly,

Sandra Careau
International Audit
Quebec Taxation Services Office